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TRINITY INDUSTRIES LEASING COMPANY
 3910 Washington Avenue
 Houston, Texas 77007
 (713) 861-2955

RECORDATION NO. 1 6017
 FILED 1225

NOV 8 1988 12 22 PM

November 4, 1988 No.

INTERSTATE COMMERCE COMMISSION

Secretary
 Interstate Commerce Commission
 Twelfth Street & Constitution Avenue N.W.
 Washington, D. C. 20423
 Attention: Ms. Mildred Lee, Room 2303

Date NOV 8 1988

Fee \$ 39⁰⁰

ICC Washington, D.C.

RECORDATION NO. 1 6017
 FILED 1225

NOV 8 1988 12 22 PM

INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of an Equipment Trust Agreement, a primary document, dated as of November 4, 1988, between Trinity Industries Leasing Company and NCNB Texas National Bank, as Trustee:
2. Three (3) executed originals of an Assignment, a primary document, dated November 4, 1988, between Trinity Industries Leasing Company ("Assignor") and NCNB Texas National Bank, as Trustee ("Assignee"); and
3. Three (3) executed originals of a Bill of Sale, a secondary document, dated November 4, 1988 between Trinity Industries Leasing Company ("Seller") and NCNB Texas National Bank, as Trustee ("Buyer").

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 3910 Washington Avenue, Houston, Texas 77007, and the address of NCNB Texas National Bank, the Trustee, is One Dallas Centre, 350 North St. Paul, Ninth Floor, Dallas, Texas 75201.

Concluded by J. K. Kessler

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Secretary
Interstate Commerce Commission
November 4, 1988
Page 2

The railroad equipment covered by (1) the Equipment Trust Agreement is described in Exhibit A attached hereto, (2) the Assignment is described in Exhibit B attached hereto and (3) the Bill of Sale is described in Exhibit C attached hereto. The foregoing railroad equipment consists solely of tank, hopper, box and gondola cars intended for use relating to interstate commerce.

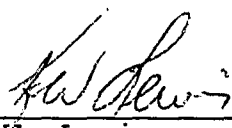
Enclosed is a certified check in the amount of \$39.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Equipment Trust Agreement, the Assignment and the Bill of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Alvord and Alvord, who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the index follows:

- (a) Primary Documents. (i) Equipment Trust Agreement, a primary document, dated as of November 4, 1988, between Trinity Industries Leasing Company (as vendor and lessee), 3910 Washington Avenue, Houston, Texas 77007 and NCNB Texas National Bank, as Trustee, One Dallas Centre, 350 North St. Paul, Ninth Floor, Dallas, Texas 75201, and covering 2,016 railroad cars, including tank, hopper, box and gondola cars, and (ii) Assignment, a primary document, dated November 4, 1988, between Trinity Industries Leasing Company (as Assignor), 3910 Washington Avenue, Houston, Texas 77007 and NCNB Texas National Bank, as Trustee, One Dallas Centre, 350 North St. Paul, Ninth Floor, Dallas, Texas 75201, and covering 2,016 railroad cars, including tank, hopper, box and gondola cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated November 4, 1988, between Trinity Industries Leasing Company (as Seller) and NCNB Texas National Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to an Equipment Trust Agreement referred to in paragraph (a) above.

TRINITY INDUSTRIES LEASING COMPANY

By: 
K. W. Lewis
Vice President
(713) 861-2955

TRINITY INDUSTRIES LEASING COMPANY

Equipment Trust, Series 7

Bill of Sale

THIS AGREEMENT, dated the 4th day of November, 1988, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and NCNB Texas National Bank, a national banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Equipment Trust Agreement dated as of November 4, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer,

WITNESSETH:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

Two thousand sixteen (2,016) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit B, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By:

KW Lewis
Senior Vice President

(SEAL)

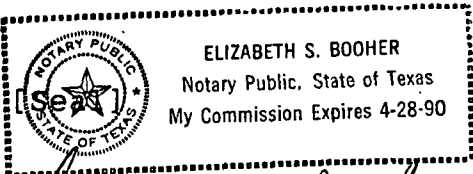
ATTEST:

Neil Q. Shoop
Assistant Secretary

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6012/B
NOV 8 1988-12 05 PM
INTERSTATE COMMERCE COMMISSION

State of Texas)
) ss:
County of Dallas)

On this 4th day of November, 1988 before me, personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Elizabeth S. Booher
Signature of Notary Public

My Commission expires:

4-28-90

TRINITY INDUSTRIES LEASING, INC.
SCHEDULE OF EQUIPMENT
SEPTEMBER 30, 1988

EXHIBIT A

LESSEE	CLASS	CAPACITY	QTY	ORIGINAL COST	MONTHLY RENTAL	TERM	LEASE TYPE	EARLIEST SERVICE	BEG CHRGE DATE	MONTHLY DEPR	NBV @ 9/30/88
AE STALEY	111A100W3	17,641 GAL	2	\$ 92,073	\$ 1,020	15 YRS	NET	AUG 87	SEP 87	\$ 228	\$ 88,308
AE STALEY	LO	4750 CU FT	54	2,295,000	24,300	1 YR(2)	FULL SERVICE	JAN 81	AUG 88	6,885	1,661,708
AE STALEY	LO	4750 CU FT	1	42,500	400	6 MOS(18)	FULL SERVICE	JUL 86	SEP 88	128	39,179
AE STALEY	LO	4750 CU FT	1	43,398	400	6 MOS(18)	FULL SERVICE	OCT 85	SEP 88	130	38,841
AE STALEY	LO	4750 CU FT	1	43,398	400	6 MOS(18)	FULL SERVICE	APR 80	SEP 88	130	30,249
AE STALEY	LO	4750 CU FT	47	2,057,827	18,800	6 MOS(18)	FULL SERVICE	JAN 81	SEP 88	6,173	1,515,077
ADM TRANSPORTATION	LO	4750 CU FT	41	1,742,500	17,425	1 YR(2)	FULL SERVICE	JAN 81	AUG 88	5,229	1,261,952
AMOCO CHEMICAL	LO	6150 CU FT	5	236,750	2,925	1 YR(2)	FULL SERVICE	APR 86	APR 86	710	170,700
AMOCO CHEMICAL	LO	6150 CU FT	1	47,350	585	1 YR(2)	FULL SERVICE	MAR 86	MAR 86	142	43,089
AMOCO CHEMICAL	LO	6150 CU FT	10	471,560	5,850	1 YR(2)	FULL SERVICE	MAR 86	MAR 86	1,421	429,180
AMOCO CHEMICAL	LO	6150 CU FT	30	1,478,700	17,550	1 YR(2)	FULL SERVICE	MAR 87	MAR 87	4,430	1,397,024
AMOCO CHEMICAL	LO	6150 CU FT	15	726,225	8,250	5 YRS(1)	FULL SERVICE	APR 87	APR 87	2,179	689,173
ASHLAND-LITE	111A100W1	23,500 GAL	1	54,639	475	1 YR(2)	FULL SERVICE	MAY 80	JUN 88	137	40,974
BARTLETT	LO	4750 CU FT	198	8,527,595	89,100	3 YRS(2)	FS UTIL(15)	NOV 80	AUG 85	25,583	6,125,543
B F GOODRICH	112J400W	33,885 GAL	19	1,278,700	12,493	5 YRS	FULL SERVICE	JAN 82	JAN 82	3,197	1,022,957
BURLINGTON NORTHERN RR	LO	4750 CU FT	117	5,102,106	0	NA	NA	JAN 81	AUG 87	15,306	4,674,419
BURLINGTON NORTHERN RR	INTR MDL	NA	10	1,303,330	15,817	11 MOS(3)	NET	FEB 87	FEB 87	3,910	1,229,822
CAGY RR	LO	4750 CU FT	49	1,715,000	19,157	3 YRS	FS UTIL(15)	SEP 81	SEP 81	5,145	1,282,820
CAIN CHEMICAL	111A100W1	21,004 GAL	17	743,206	6,766	15 YRS(4)	NET	MAR 83	AUG 87	1,858	621,884
CAIN CHEMICAL	LO	6150 CU FT	24	1,176,725	14,280	5 YRS(5)	NET	MAY 88	MAY 88	4,440	1,094,528
CARGILL, INC	LO	4750 CU FT	37	1,591,533	11,100	1 YR(2)	FULL SERVICE	JUN 85	OCT 86	4,774	1,164,254
CHEVRON USA	111A100W3	13,500 GAL	20	1,037,810	6,500	1 YR(2)	FULL SERVICE	MAY 81	MAY 85	2,594	813,246
CSX	BOX CARS	86' 6"	40	1,408,717	20,080	5 YRS(2)	NET	JUL 87	FEB 88	10,565	1,317,065
D & RGW RR CO	LO	4750 CU FT	70	3,106,959	25,270	12/31/89	FS UTIL(15)	APR 81	MAR 83	9,321	2,284,796
D & RGW RR CO	LO	4750 CU FT	24	1,059,250	8,664	6/30/89	FS UTIL(15)	JUL 80	JUN 84	3,178	747,828
D & RGW RR CO	LO	4750 CU FT	124	5,270,000	27,652	12/31/90	FS UTIL(15)	DEC 80	JAN 86	15,811	3,812,796
D & RGW RR CO	LO	4750 CU FT	5	207,700	1,805	12/31/90	FS UTIL(15)	JUL 86	AUG 86	623	177,785
ETI ENERGY	112J340W	34,090 GAL	50	3,325,709	31,000	15 YRS(14)	NET	AUG 80	OCT 81	8,314	2,620,872
FARMERS COOP	LO	4750 CU FT	21	911,358	11,130	10 YRS	FS UTIL(15)	APR 80	APR 80	2,734	635,230
FARMLAND INDUSTRIES	LO	4750 CU FT	1	44,887	520	10 YRS(6)	FULL SERVICE	JUN 81	NOV 82	135	33,167
FINA CO	LO	5850 CU FT	40	2,073,770	23,000	5 YRS(7)	FULL SERVICE	JUL 88	SEP 88	6,011	1,993,001
FRITO LAY	LO	4750 CU FT	17	681,700	5,100	2 YRS(2)	FULL SERVICE	OCT 81	OCT 86	1,804	514,971
HUBINGER	LO	5125 CU FT	10	628,000	7,950	5 YRS(7)	FULL SERVICE	APR 88	APR 88	1,884	617,826
IBP INC	111A100W1	23,635 GAL	27	1,458,000	13,554	15 YRS(8)	NET	JUN 83	JUN 83	3,645	1,229,850
ICG RR	GONDOLA	2494 CU FT	250	10,250,000	94,234	12/31/96	FS UTIL(15)	SEP 81	SEP 81	30,750	7,672,535
ICI AMERICAS	111A100W3	17,604 GAL	16	760,408	7,040	15 YRS(4)	NET	JUN 83	JUN 83	1,901	640,647
LAROCHE INDUSTRIES	112J340W	34,000 GAL	25	1,737,050	18,250	10 YRS	FULL SERVICE	DEC 80	JAN 81	4,343	1,334,213
MARTIN GAS	111A100W3	13,500 GAL	33	1,714,042	9,075	1 YR(2)	FULL SERVICE	MAR 81	DEC 87	4,285	1,347,533
MARTIN GAS	111A100W3	13,500 GAL	17	882,848	4,675	1 YR(2)	FULL SERVICE	MAY 82	JAN 88	2,208	693,361
M-K-T RR	LO	4750 CU FT	192	8,618,244	67,200	15 YRS(10)	NET	JAN 83	JAN 83	25,855	6,852,720
MONFORT	111A100W1	23,635 GAL	40	2,166,240	23,720	12 YRS(11)	FULL SERVICE	MAR 81	MAR 81	5,416	1,678,831
MONFORT	111A100W1	23,635 GAL	1	45,500	574	12 YRS	FULL SERVICE	JUL 87	JUL 87	114	43,904
NATIONAL STARCH	LO	5125 CU FT	5	299,000	3,975	10 YRS(12)	FULL SERVICE	MAY 88	MAY 88	897	295,412
NATIONAL STARCH	111A100W1	29,947 GAL	6	286,998	2,880	5 YRS(7)	FULL SERVICE	AUG 88	AUG 88	717	286,281
NORTHWOOD ELEVATOR	LO	4750 CU FT	25	1,089,171	13,000	10 YRS	FULL SERVICE	APR 80	APR 80	3,267	760,350
NOVA ENERGY	111A100W1	29,947 GAL	1	42,902	481	15 YRS	FULL LESS TAX	JUL 87	JUL 87	107	41,404
OLIN CORP	105J500W	17,368 GAL	19	1,235,627	12,103	15 YRS(7)	FULL SERVICE	JUL 88	JUL 88	3,089	1,229,449
OLIN CORP	111A100W1	16,664 GAL	54	2,752,434	27,243	15 YRS(7)	FULL SERVICE	AUG 88	AUG 88	6,881	2,746,190
PHILLIPS PETRO	111A100W3	13,500 GAL	30	1,688,310	16,560	15 YRS(13)	NET	MAR 83	MAR 83	4,221	1,408,755
PROCTOR & GAMBLE	LO	5125 CU FT	8	492,880	4,456	5 YRS(14)	FULL SERVICE	JUN 88	JUN 88	1,440	478,664

LESSEE	CLASS	CAPACITY	QTY	ORIGINAL COST	MONTHLY RENTAL	TERM	LEASE TYPE	EARLIEST SERVICE	BEG CHR6 DATE	MONTHLY DEPR	NBV @ 9/30/88
PPG INDUSTRIES, INC	111A100W1	21,000 GAL	2	107,000	1,050	5 YRS	FULL SERVICE	APR 82	APR 82	268	86,396
PUBLICKER	111A100W1	30,000 GAL	2	105,476	1,002	12 YRS(6)	FULL SERVICE	OCT 80	OCT 80	264	80,423
REAGENT	111A100W5	20,429 GAL	10	436,080	3,690	15 YRS(7)	NET	JUN 88	JUN 88	1,090	432,810
REAGENT	111A100W5	20,429 GAL	20	872,160	7,380	15 YRS(7)	NET	JUL 88	JUL 88	2,180	867,800
REAGENT	111A100W5	20,429 GAL	8	348,864	2,952	15 YRS(7)	NET	AUG 88	AUG 88	872	347,992
SHELL OIL CO	105J400W	33,900 GAL	37	2,590,000	19,980	13 MOS(3)	FULL SERVICE	DEC 81	APR 87	6,475	2,067,800
SOHIO OIL CO	111A100W1	30,000 GAL	5	263,690	2,510	56 MOS(2)	FULL SERVICE	OCT 80	FEB 88	659	201,062
UNION CARBIDE	111A100W1	21,020 GAL	10	535,000	5,250	1 YR(2)	FULL SERVICE	JUN 82	AUG 87	1,338	434,682
UNION CARBIDE	LD	6150 CU FT	10	482,450	6,000	5 YRS(17)	FULL SERVICE	JUN 88	JUN 88	1,447	478,109
USGL	112J340W	34,000 GAL	1	66,183	653	10 YRS	FULL SERVICE	JUN 80	JUN 80	165	49,813
VISTA CHEM	105J300W	24,850 GAL	60	3,873,588	38,175	5 YRS	FULL SERVICE	MAR 81	JUN 86	9,684	3,003,300
TOTAL UNENCUMBERED			2,016	\$ 95,716,120	\$ 845,426					\$ 278,695	\$ 76,980,419
			=====	=====	=====					=====	=====

NOTES

1. CARS SHALL CON'T UNDER LEASE THEREAFTER FOR SUCCESSIVE ONE MO TERMS (30 DAY CANCELLATION NOTICE)
2. LEASE SHALL CON'T FOR SUCCESSIVE 12 MO TERMS UNLESS 60 DAY CANCELLATION NOTICE
3. LEASE SHALL CON'T FOR SUCCESSIVE 11 MO TERMS UNTIL A 60 DAY CANCELLATION NOTICE IS GIVEN
4. PURCHASE OPTION FOR "ALL CARS" AFTER 7 YRS @ FMV (6 MO NOTICE)
5. LEASE SHALL CON'T FOR SUCCESSIVE 5 YR TERMS UNTIL A 60 DAY CANCELLATION NOTICE; LESSEE SHALL HAVE ONE-TIME EXCHANGE OPTION ON "ALL CARS" FOR NEW 5850 CU FT CARS AT ANY TIME PRIOR TO THE END OF THE 12th MO WITH A 90 DAY ADVANCE NOTICE
6. CANCELLATION PRIVILEGE AFTER 5 YRS--CUSTOMER DID NOT EXERCISE PRIVILEGE
7. LEASE SHALL CON'T FOR SUCCESSIVE 60 MO TERMS UNLESS 60 DAY CANCELLATION NOTICE
8. CANCELLATION PRIVILEGE UP TO MAX 27 CARS AFTER 7 YRS W/ PENALTY PYMT OF \$1,960/CAR (7 MO NOTICE) & PURCHASE OPTION FOR "ALL CARS" AFTER 7 YRS @ \$48,500/CAR (7 MO NOTICE)
9. LEASE SHALL CON'T FOR SUCCESSIVE 12 MO TERMS AFTER JUNE 1, 1988
10. PURCHASE OPTION FOR "ALL CARS" AFTER 5 YRS @ CASUALTY VALUE/CONTRACT (6 MO NOTICE) CUSTOMER DID NOT EXERCISE THIS OPTION
11. CANCELLATION PRIVILEGE AFTER 7 YRS W/ PENALTY OF \$3,678/CAR (6 MO NOTICE) OR CANCELLATION PRIVILEGE AFTER 10 YRS W/ PENALTY OF \$2,135/CAR (7 MO NOTICE)
12. LEASE SHALL CON'T FOR SUCCESSIVE 60 MO TERMS UNTIL A 60 DAY CANCELLATION NOTICE IS GIVEN; LESSEE SHALL HAVE ONE-TIME OPTION TO TERMINATE LEASE AT THE END OF 5 YRS WITH A 3 MO NOTICE
13. CANCELLATION PRIVILEGE FOR "ALL CARS" AFTER 7 YRS (6 MO NOTICE) & PURCHASE OPTION FOR "ALL CARS" AFTER 7 YRS @ \$50,281/CAR (6 MO NOTICE)
14. PURCHASE OPTION FOR "ALL CARS" AFTER 7 YRS @ \$67,000/CAR (7 MO NOTICE) CUSTOMER DID NOT EXERCISE THIS OPTION.
15. MONTHLY RENTAL VARIES--MONTHLY RENTAL BASED ON 3 MO AVERAGE
16. CARS SHALL CON'T UNDER LEASE THEREAFTER FOR SUCCESSIVE ONE MO TERMS (60 DAY CANCELLATION NOTICE)
17. LEASE SHALL CON'T FOR SUCCESSIVE 5 YR TERMS UNTIL A 60 DAY CANCELLATION NOTICE; LESSEE SHALL HAVE ONE-TIME EXCHANGE OPTION ON "ALL CARS" FOR NEW 5850 CU FT CARS AT ANY TIME PRIOR TO THE END OF THE 24th MO
18. LEASE SHALL CON'T FOR SUCCESSIVE 6 MO TERMS UNTIL A 60 DAY CANCELLATION NOTICE IS GIVEN

EXHIBIT B TO EQUIPMENT TRUST AGREEMENT

1. Railroad Car Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars: (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	17,641 Gal. 111A100W3 Tank Cars	STMX 756 & 757

2. Railroad Car Lease Agreement, dated August 16, 1988, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars: (Partial Rider 1 & Full Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
104	4,750 Cu. Ft. Covered Hopper Cars	TILX 1811,1827,1833,1834,1837 1841,1843,1845,1852,1853 1858,1861,1870,1874,1876 1878-1880,1882-1884,1887 1888,1890,1893,1896-1898 1901,1902,1904,1906,1917 1938,1941,1943,1945-1947 1949,1953,1955-1957,1982 1983,1985,1987,1989,1994 1995,1998,2000,2005 TILX 511039,511040,511047 511050,511056,511057 511061,511062,511067 511070,511072,511073 511075,511077,511083 511085,511086,511091- 511093,511103,511107 511108,511734,511736 511755,511787,511791 511793,511795,511798 511799,511929,511942 511946,511952,511964 511971,511972,511974 511975,511984,511986 511988,511991,511994 511997,512016,512018 512019

3. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars: (Partial Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
41	4,750 Cu. Ft. Covered Hopper Cars	TILX 1810,1828,1830,1846,1848 1849,1854,1856,1859,1867 1868,1871,1877,1881,1885 1886,1891,1892,1894,1895 1899,1905,1909,1921,1951 1952,1954,1958,1959,1981 1984,1986,1988,1990,1993 1996,1997,1999,2001,2002 2004

4. Railroad Car Lease Agreement, dated March 26, 1979, between Trinity Industries Leasing Company and Amoco Oil Company covering the following describe railroad cars: (Riders 7 & 8)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
61	6,150 Cu. Ft. Covered Hopper Cars	TILX 006201-006217,006251- 006271,006273-006295

5. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and Ashland Oil, Inc. covering the following describe railroad cars: (Rider 8)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	23,500 Gal. 111A100W1 Tank Car	TILX 260130

6. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company covering the following described railroad cars: (Riders 1 & 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
198	4,750 Cu. Ft. Covered Hopper Cars	TILX 1450-1474,1490-1501,1503- 1534,1536-1554,1630-1649 1651-1664,1689-1696,1812- 1824,1826,1829,1831,1832 1836,1838-1840,1842,1844 1847,1850,1851,1857,1860 1862-1865,1869,1872,1873 1875,1907,1908,1910-1916 1918-1920,1922-1937,1939 1940,1942,1944

7. Railroad Car Lease Agreement, dated December 8, 1981, between Trinity Industries Leasing Company and **BF Goodrich Company, Chemical Group** covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	33,885 Gal. 112J400W Tank Cars	TILX 300701-300719

8. Railroad Car Lease Agreement, dated February 26, 1987, between Trinity Industries Leasing Company and **Burlington Northern Railroad Company** covering the following described railroad cars: (Partial Riders 1 & 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
117	4,750 Cu. Ft. Covered Hopper Cars	TILX 511041-511046, 511048 511049, 511051-511055 511059, 511060, 511063- 511066, 511068, 511069 511071, 511074, 511076 511079-511082, 511084 511087-511090, 511094- 511102, 511104-511106 511110, 511111, 511113 511788-511790, 511792 511794, 511796, 511797 511800-511803, 511924 511926-511928, 511930- 511935, 511937-511941 511944, 511945, 511949 511950, 511953-511957 511962, 511963, 511965 511968-511970, 511973 511976, 511977, 511979 511987, 511989, 511990 511993, 511995, 511996 511998, 511999, 512000- 512004, 512007-512015 512020, 512021

9. Railroad Car Lease Agreement, dated August 11, 1986, between Trinity Industries Leasing Company and **Burlington Northern Railroad Co.** covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	Articulated Double Stack Container Well Cars	BN 63900-630909

10. Railroad Car Lease Agreement, dated August 20, 1981, between Trinity Industries Leasing Company and **Columbus & Greenville Railway Company** covering the following described railroad cars: (Rider 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
49	4,750 Cu. Ft. Covered Hopper Cars	CAGY 400-438,440-449

11. Railroad Car Lease Agreement, dated February 7, 1983, between Trinity Industries Leasing Company and ICI Americas Inc. (assigned to **Cain Chemical Inc.** covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	21,004 Gal. 111A100W1	ALAX 82001-82006,82008 82010-82019

12. Railroad Car Lease Agreement, dated February 7, 1983, between Trinity Industries Leasing Company and ICI Americas Inc. (assigned to **Cain Chemical Inc.** covering the following described railroad cars: (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
24	6,150 Cu. Ft. Covered Hopper Cars	TILX 006200,006218 006311-006332

13. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and **Cargill, Inc.** covering the following described railroad cars: (Rider 9)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	4,750 Cu. Ft. Covered Hopper Cars	TILX 511922,511923,511925 511936,511943,511948 511951,511958-511961 511966,511967,511980- 511983,511985,512005 512006,512017,512037 TILX 1475-1489

14. Railroad Car Lease Agreement, dated March 19, 1984, between Trinity Industries Leasing Company and Gulf Oil Corporation (acquired by **Chevron, USA**) covering the following described railroad cars: **(Rider 2)**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	13,500 Gal. 111A100W3 Tank Cars	TILX 135103,135105-135107 135111,135113,135114 135116,135117,135124 135129,135130,135141- 135143,135150,135154 135157,135165,135168

15. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and **CSX Transportation, Inc.** covering the following described railroad cars: **(Rider 1)**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	86' 6" Auto Parts Box Cars	CSXT 179391-179407 180906-180928

16. Railroad Car Lease Agreement, dated December 6, 1982, between Trinity Industries Leasing Company and **The Denver & Rio Grande Western Railroad Company** covering the following described railroad cars: **(Riders 1,2,3 & 4)**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
223	4,750 Cu. Ft. Covered Hopper Cars	DRGW 10541-10664,10666-10670 10696-10714,10716-10720 10780-10849

17. Railroad Car Lease Agreement, dated June 16, 1981, between Trinity Industries Leasing Company and Stephens Energy Ltd. (acquired by Superior Propane Inc. and named changed to **ETI Energy Transportation Inc.**) covering the following described railroad cars: **(Riders 1,2,3 & 4)**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	34,090 Gal. 112J340W Tank Cars	GWHX 81001-81030 GWHX 300551-300560 300720-300729

18. Railroad Car Lease Agreement, dated February 6, 1980, between Trinity Industries Leasing Company and **Farmers Cooperative Grain** covering the following described railroad cars: **(Rider 1)**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
21	4,750 Cu. Ft. Covered Hopper Cars	TILX 511737-511746,511748- 511754,511756,511757 511759,511761

19. Railroad Car Lease Agreement, dated December 21, 1979, between Trinity Industries Leasing Company and Farmland Industries, Inc. covering the following described railroad cars: (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. Covered Hopper Car	TILX 511709

20. Railroad Car Lease Agreement, dated July 16, 1980, between Trinity Industries Leasing Company and Cosden Oil & Chemical Company (name changed to Fio Oil and Chemical Company) covering the following described railroad cars: (Rider 5)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	5,850 Cu. Ft. Covered Hopper Cars	TILX 057000-057039

21. Railroad Car Lease Agreement, dated July 13, 1981, between Trinity Industries Leasing Company and Frito-Lay, Inc. covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	4,750 Cu. Ft. Covered Hopper Cars	TILX 512022-512031, 512033- 512035, 512038-512041

22. Railroad Car Lease Agreement, dated May 21, 1984, between Trinity Industries Leasing Company and Hubinger Company (a subsidiary of H.J. Heinz) covering the following described railroad cars: (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	5,125 Cu. Ft. Covered Hopper Cars	TILX 005001-005010

23. Railroad Car Lease Agreement, dated March 7, 1983, between Trinity Industries Leasing Company and IBP, Inc. covering the following described railroad cars: (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
27	23,635 Gal. 111A100W1 Tank Cars	IBFX 024027-024053

24. Railroad Car Lease Agreement, dated May 14, 1981, between Trinity Industries Leasing Company and Illinois Central Gulf Railroad Company covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
250	Gondolas	ICG 246500-246749

25. Railroad Car Lease Agreement, dated February 7, 1983, between Trinity Industries Leasing Company and ICI Americas Inc. covering the following described railroad cars: (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
16	17,604 Gal. 111A100W3 Tank Cars	ICIX 83101-83116

26. Railroad Car Lease Agreement, dated May 20, 1986, between Trinity Industries Leasing Company and LaRoche Industries, Inc. covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	34,000 Gal. 112J340W Tank Cars	TILX 300478-300502

27. Railroad Car Lease Agreement, dated September 12, 1985, between Trinity Industries Leasing Company and Martin Gas Sales, Inc. covering the following described railroad cars: (Riders 1,2 & 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	13,500 Gal. 111A100W3 Tank Cars	TILX 135100-135102,135104 135108-135110,135112 135115,135118-135123 135125-135128,135131- 135140,135144-135149 135151-135153,135155 135156,135158-135164 135166,135167,135169

28. Railroad Car Lease Agreement, dated January 20, 1983, between Trinity Industries Leasing Company and Missouri-Kansas-Texas Railroad Company covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
192	4,750 Cu. Ft. Covered Hopper Cars	MKT 4600-4791

29. Railroad Car Lease Agreement, dated March 6, 1981, between Trinity Industries Leasing Company and Swift Independent Packing Company (acquired by ConAgra of Omaha, Nebraska and name changed to **Monfort Company**) covering the following described railroad cars: (**Rider 1 & Partial Rider 3**)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
41	23,635 Gal. 111A100W1 Tank Cars	TILX 260243-260282 260381

30. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and **National Starch & Chemical Corporation** covering the following described railroad cars: (**Rider 1**)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,125 Cu. Ft. Covered Hopper Cars	TILX 005011-005015

31. Railroad Car Lease Agreement, dated December 9, 1987, between Trinity Industries Leasing Company and **National Starch & Chemical Corporation** covering the following described railroad cars: (**Rider 2**)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	29,947 Gal. 111A100W1 Tank Cars	TILX 190084-190089

32. Railroad Car Lease Agreement, dated February 6, 1980, between Trinity Industries Leasing Company and Des Moines Grain Services, Company (assigned to **Northwood Cooperative Elevator**) covering the following described railroad cars: (**Rider 1**)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
25	4,750 Cu. Ft. Covered Hopper Cars	TILX 511804-511828

33. Railroad Car Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and **Nova Energy Systems Inc.** covering the following described railroad cars: (**Partial Rider 3**)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	29,947 Gal. 111A100W1 Tank Car	TILX 190083

34. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and **Olin Corporation** covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	17,368 Gal. 105J500W Tank Cars	TILX 40098-400116

35. Railroad Car Lease Agreement, dated July 15, 1988, between Trinity Industries Leasing Company and **Olin Corporation** covering the following described railroad cars: (Partial Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
54	16,664 Gal. 111A100W1 Tank Cars	TILX 160000-160017 160019-160053, 160055

36. Railroad Car Lease Agreement, dated February 14, 1983, between Trinity Industries Leasing Company and **Phillips Chemical Company** covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
30	13,500 Gal. 111A100W3 Tank Cars	PSPX 13601-13630

37. Railroad Car Lease Agreement, dated June 19, 1984, between Trinity Industries Leasing Company and **Procter & Gamble Manufacturing Company** covering the following described railroad cars: (Rider 6)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
8	5,125 Cu. Ft. Covered Hopper Cars	TILX 00516-005023

38. Railroad Car Lease Agreement, dated March 12, 1982, between Trinity Industries Leasing Company and **PPG Industries, Inc.** covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	21,000 Gal. 111A100W1 Tank Cars	TILX 220013 & 220014

39. Railroad Car Lease Agreement, dated November 28, 1979, between Trinity Industries Leasing Company and Publicker Industries, Inc. covering the following described railroad cars: (Partial Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	30,000 Gal. 111A100W1 Tank Cars	TILX 190027 & 190032

40. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Reagent Chemical & Research, Inc. covering the following described railroad cars: (Partial Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
38	20,429 Gal. 111A100W5 Tank Cars	RCRX 001257,001258 001260-001295

41. Railroad Car Lease Agreement, dated May 7, 1980, between Trinity Industries Leasing Company and Shell Oil Company covering the following described railroad cars: (Rider 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
37	33,900 Gal. 105J400W Tank Cars	TILX 400061-400097

42. Railroad Car Lease Agreement, dated February 12, 1988, between Trinity Industries Leasing Company and SOHIO Oil Company covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	30,000 Gal. 111A100W1 Tank Cars	TILX 190025,190026 190029-190031

43. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	21,020 Gal. 111A100W1 Tank Cars	TILX 021000-021003,021008 021006-021010

44. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars: (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	6,150 Cu. Ft. Covered Hopper Cars	TILX 006301-006310

45. Railroad Car Lease Agreement, dated February 15, 1980, between Trinity Industries Leasing Company and U.S.G.L., Inc. covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 Gal. 112J340W Tank Car	TILX 300345

46. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. (assigned to Vista Chemical Company) covering the following described railroad cars: (Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
60	24,850 Gal. 105J300W Tank Cars	TILX 400000-400050 400052-400060